

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE MORGAN STANLEY ERISA LITIGATION)	MASTER FILE NO.: 07 Civ. 11285
THIS DOCUMENT RELATES TO:)	
All Actions)	

**UNOPPOSED MOTION FOR LEAVE TO FILE UNREDACTED
CONSOLIDATED AMENDED CLASS ACTION COMPLAINT UNDER SEAL**

Plaintiffs in these actions respectfully make this unopposed motion requesting that the Court grant leave to file under seal, as a restricted document, the unredacted version of the Consolidated Amended Class Action Complaint to be filed in this action on July 25, 2008.

In support of this joint motion, the parties state as follows:

1. On July 7, 2008, this Court entered a Joint Amended Scheduling Order authorizing plaintiffs to file their Consolidated Amended Class Action Complaint (the “Amended Complaint”) on July 25, 2008;

2. Defendants in this action have produced certain documents to plaintiffs with the understanding that those documents would be protected by a confidentiality stipulation, the basic parameters of which were agreed to prior to that production, but which has not yet been finalized or ordered by the Court;

3. The documents produced by defendants include information designated as confidential that is not publicly known and that the disclosing party would not normally reveal, and has not revealed, to third parties without an agreement to maintain it in confidence, such as minutes of meetings of board of directors’ committees;

4. The Amended Complaint contains certain information derived from and referencing the confidential documents produced;

5. Plaintiffs will file a version of the Amended Complaint with the Court on July 25, 2008, that has been redacted with respect to such information;

6. Under Federal Rule of Civil Procedure 5.2(d) "the court may order that a filing be made under seal without redaction," and under Rule 5.2(f) "[a] person making a redacted filing may also file an unredacted copy under seal."

7. Under these circumstances, an order sealing the unredacted Amended Complaint to preserve the confidentiality of information defendants provided to plaintiffs with the understanding that it would remain confidential is appropriate and should outweigh any minimal interest of the public in such information.

8. Defendants do not object to this motion.

9. A proposed form of Order to Seal Unredacted Consolidated Amended Class Action Complaint has been emailed to the Clerk's office at judgments@nysd.uscourts.gov.

WHEREFORE, the plaintiffs respectfully request that this Court grant leave to file under seal the unredacted Amended Complaint.

Michael Jaffe /s/
Mark C. Rifkin
Michael Jaffe
Kate McGuire
WOLF HALDENSTEIN ADLER FREEMAN
& HERZ LLP
270 Madison Avenue
New York, NY 10016
Telephone: (212) 545-4600
Facsimile: (212) 545-4653
Email: rifkin@whafh.com
jaffe@whafh.com
mcguire@whafh.com

Sanford P. Dumain
Lori G. Feldman
Arvind Khurana
MILBERG LLP
One Pennsylvania Plaza
New York, NY 10119
Telephone: (212) 594-5300
Facsimile: (212) 868-1229
Email: sdumain@milberg.com
lfeldman@milberg.com
akhurana@milberg.com

Interim Co-Lead Counsel for Plaintiffs

Robert I. Harwood
Samuel K. Rosen
HARWOOD FEFFER LLP
488 Madison Avenue
New York, NY 10022
Telephone: (212) 935-7400
Facsimile: (212) 753-3630
Email: rharwood@hfesq.com
srosen@hfesq.com

Joseph H. Melzer
Edward W. Ciolko
Katherine B. Bornstein
SCHIFFRIN BARROWAY TOPAZ
& KESSLER LLP
280 King of Prussia Road
Radnor, PA 198087
Email: jmelzer@sbtklaw.com
eciolko@sbtklaw.com

***Executive Committee of Co-Lead Counsel
for Plaintiffs***

Jeffrey Abraham
ABRAHAM FRUCHTER & TWERSKY LLP
One Penn Plaza
Suite 2805
New York, NY 10119
Email: jabraham@aftlaw.com

CERTIFICATE OF SERVICE

I, Michael Jaffe, one of Plaintiffs' Counsel in the *In re Morgan Stanley ERISA Litigation*, Master File No.: 07 Civ. 11285 (S.D.N.Y.), hereby certify that on Wednesday, July 23, 2008, I caused the foregoing *Unopposed Motion For Leave To File Unredacted Consolidated Amended Class Action Complaint Under Seal* that was filed via ECF, along with a copy of the related *Proposed Order* that was filed by electronic mail with the Clerk of the Court of the Southern District of New York, to be served, by First Class Mail and electronic mail, upon the following Defendants' counsel:

Robert F. Wise, Jr., Esq.
DAVIS POLK & WARDELL
450 Lexington Avenue
New York, NY 10017
Telephone: (212) 540-4000
Facsimile: (212) 540-3800
Email: robert.wise@dpw.com

Michael Jaffe /s/
Michael Jaffe